



# AISA CODE OF GOVERNANCE

2022 Edition



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## **ABOUT AISA**

The Association of International Schools in Africa (AISA), established in 1969, is a non-profit education association supporting the professional learning and school improvement strategies of international schools on the continent of Africa. Based in Nairobi, Kenya, AISA offers a professional learning programme specifically designed to meet the unique needs of our diverse member school community. AISA also offers a number of supplementary programmes, scholarships and facilitates collaboration among member schools to advance school effectiveness and improve student learning.

## Preamble

*By Dr Peter Bateman and Teresa Arpin*

The structures for governance in AISA member schools are varied, transitions are frequent and trustees often lack experience in the governance role. AISA school heads and school Boards may have limited access to support mechanisms and professional learning opportunities that would assist their work. Often the infrastructure is challenging, and the operating environment can be unstable or unclear. As a result, student learning and school effectiveness are at risk. In such an environment, the Board and school Heads must quickly learn to plan and work together, developing a relationship based on trust and understanding of their mutually supportive leadership roles.

A code of Governance clearly sets out a framework for how school Heads and Boards can plan and work together. A code clearly defines roles and responsibilities and provides a roadmap that they can use to set the strategic direction for their school and monitor progress against that vision, thus enhancing the effectiveness of their governance function.

## Development of the AISA Code of Governance

Understanding that good governance is an essential part of school effectiveness, the AISA Board made a commitment to providing support to school leaders in this area. As a first step, the AISA Board identified behavioural indicators of effective governance during their October 2015 retreat. AISA's Code of Governance addresses the basics, such as roles and responsibilities and fulfilling fiduciary requirements of school boards. These indicators are divided into seven domain areas:

1. *Clear Roles & Responsibilities*
2. *Fiduciary Responsibilities*
3. *Effective Governance*
4. *Boards as Strategists and Visionaries*
5. *Sustaining the Head of School*
6. *Conducting the Business of the Board*
7. *Board Oversight of School Success*

**AISA would also like to acknowledge the Near East South Asia Council of Overseas Schools (NESAS) for the original draft of these indicators.**

### WHO IS THE AISA CODE OF GOVERNANCE FOR?

**Head of School:** in some schools, this person is called the Director, Headmaster, Superintendent or even Principal. It is the one person hired by the Board (or owner) to manage and lead the school. In a very small school this person may have a teaching role. In a larger school, this person will be supported by a team of principals, a business manager and other administrators.

**Board:** this is the body of people that is responsible to the school community for holding the Head of School accountable, overseeing the financial decision making, and for setting the vision and mission of the school. In some schools this could be an owner or owners. It could be a for-profit educational investment firm or a non-profit NGO. In many schools in Africa it is a group of elected and appointed parents.

The term 'Board' also refers to and encompasses the school council or governing body or trustees.



## Using the AISA Code of Governance

The work of school leaders today often goes beyond solving technical problems. It requires they work through adaptive challenges that require new thinking and new ways of interpreting situations, and therefore, operating. School leaders who see this adaptive work as their domain alone have fewer resources than those who are able to engage their Trustees in the collaborative process of generative thinking.

A primary function of this Code of Governance is to support this approach to governance so that school leaders efficiently and effectively orient Trustees to their fiduciary roles so that they can introduce their boards to a more sophisticated and value-added role.

### WAYS TO USE THIS CODE:

There are a number of ways your school may choose to use the AISA Code of Governance. These include:

- *To review your current Code of Governance: Your school may have a Code of Governance and may use this AISA code to review your own code. You are welcome to include extracts from the AISA Code in your own Code but, if you do, please make a full acknowledgement of the source.*
- *To develop a Code of Governance for your school: You may want to develop a Code of Governance to suit your own school structure. We encourage you to use the AISA code to guide that process*
- *As part of the induction for new board members by including a copy in the board member induction pack*
- *As part of training for board members*
- *By discussing one domain area at a Board meeting or Board retreats*

*As the starting point for governance reviews*

### Additions to the 2022 Edition:

This edition for the Code also contains some indicators for Boards to consider in their work. These are indicated as bullet points in italics.

## The AISA 'Code of Governance'

### 1 Clear Roles & Responsibilities

*A highly effective and engaged board has clarity around roles and responsibilities, aligning its work and performance with organisational values and vision. This requires boards to work both strategically and insightfully in collaboration with the Head of School.*

- a) The Board understands the nature and value of the fiduciary, strategic, and generative modes of governance, and use mechanisms to distinguish among and promote each of these modes.
- b) The Board understands the meaning and value of good practice and ensure their own board practices and policies are so aligned.
- c) The Board establishes a process to ensure a current Policy Manual.
  - *The Board should include sections on the schools commitment to Child Protection, Diversity, Equity, Inclusion and Justice (DEIJ), and (AISA would recommend) Service Learning, Wellbeing, and Blended Learning.*
- d) The Board recognizes the difference between governance (their responsibility) and operations (the Head of School's responsibility).
- e) The Board understands the role of the officers of the Board and the unique responsibilities of the chair.

### 2 Fiduciary Responsibilities

*School Boards have a legal responsibility to ensure financial viability for the present and future generations of students of the school, focusing on both the short term and strategic development of the school. The Board also have an ethical responsibility to ensure transparency, avoid conflicts of interest and promote effective communication with the school community.*

- a) The Board devises processes to assess and address risks.
- b) The Board ensures rigorous financial audit procedures are in place.
- c) The Board uses an annual declaration of "conflict of interest" as part of board policy.
- d) The Board operates in compliance with the laws of the host country and the country of their incorporation.
- e) The Board recognizes the critical attributes of effective crisis preparedness and response and articulate the board's role and responsibilities in an Emergency Preparedness Plan.
- f) The Board understands the role of confidentiality in the board's operation and addresses breaches when they occur.
- g) The Board uses a variety of practices that fulfil their fiduciary responsibilities including indicators of financial health (emergency reserve levels, enrolment levels etc)

### 3 Effective Governance

*To ensure effective governance, Boards have a responsibility to sustain membership, participate in professional development, reflect on the Board's performance and demonstrate behaviours that the school community should aspire to emulate.*

- a) The Board understands their By-Laws and governance documents and have maximized their effectiveness.
- b) The Board has strategies for identifying, recruiting, selecting, and inducting new The Board when vacancies occur.
  - *The Board has procedures that outline specific onboarding/induction activities and timelines*
- c) The Board annually conducts both ongoing and summative appraisals of the Board's performance.
  - *The Board Reflects on use of best practice and identification of gaps*
  - *The Board Uses data to inform goals and continuous improvement efforts*
- d) The Board has a plan for ongoing development to increase effectiveness.
  - *The Board creates annual learning plan/activities*
- e) The Board organizes itself into committees and when necessary task forces to accomplish its work.
  - *The Board has procedures regarding work flow, Terms of Reference and annual calendar*
- f) The Board uses operational norms of behaviour and commit to "essential agreements" to model these norms in all school settings. The Board use strategies for preventing, intervening in, remediating and learning from incidents of "misbehaviour".

### 4 Boards as Strategists and Visionaries

*Establishing and sustaining a strategic direction for the school is a responsibility shared by the board and HoS.*

- a) The Board understands their school's "mission," "vision," "values," and "objectives," and can articulate the purpose served by these guiding documents.
  - *The Board has guiding statements regularly used in Board decision making*
- b) The Board and HoS collaborate to implement processes to review and revise the school's guiding documents
  - *The Board has regular conversations to develop shared understanding of guiding documents*
- c) The Board ensures that policies, procedures, and practices are aligned with the precepts established by the school's guiding documents (By-Laws, Mission, Vision, Objectives, etc.)
- d) The Board understands the importance of developing and sustaining a financial plan in order to support the school's overall strategic intent.
  - *The Board devises a rolling 3-year financial plan*
- e) The Board ensures the school has a facilities master plan, understands its purpose and scope, and updates it annually as needed.
- f) The Board, in collaboration with the HoS, understands the "value add" benefits of strategic and generative governance and use specific mechanisms to stimulate and promote it as a regular part of their work.

## 5 Sustaining and Strengthening the Head of School

*A successful, healthy school requires an open, supportive and mutually respectful relationship between the Head of School and the Board.*

- a) The Board honours the role and perspective of the Head of School, recognizing the singular capacity and responsibility of the board to nurture, support and ultimately hold the HoS accountable.
- b) The Board uses policy and evidence-based standards to undertake a performance based appraisal process for the HoS that is linked to evidence, the job description, annual goals, and professional development plan.
- c) The Board understands and supports the unique relationship between the board chair and the head.
- d) The Board has an explicit procedure for succession planning including an emergency succession plan for the HoS and a thoughtful search process for a new HoS.

## 6 Conducting the Business of the Board

*The Board establishes policies, procedures and essential agreements that define the Board's behaviours and how it conducts its business.*

- a) The Board reviews the relevance of the board's structure and operating procedures.
- b) The Board articulates the purpose of board, has protocols for these meetings, including: development and structure of agendas, "rules" for the meeting itself, frequency and duration of meetings, use of "working" (or "executive") session, and recording of minutes. The Board develops and implements an annual working calendar.
- c) The Board understands the difference between committees and task forces; has criteria and rationale for standing committees; and establishes terms of reference indicating how they will function.
- d) The Board uses a Codes of Ethics consistent with their school's stated mission, vision and values.
- e) The Board understands the importance of effective community relationships and follows communication protocols.

## 7 Board Oversight of School Success

*A responsible Board holds itself accountable for monitoring the school's success in fulfilling its mission, vision, values, educational objectives, and strategic intent.*

- a) The Board identifies and uses performance indicators for monitoring and evaluating school performance.
- b) The Board translates data to "information" and, based on that, takes appropriate board action. They use perceptual data appropriately and use multi-year trend data to draw conclusions.
- c) The Board celebrates progress/success, recognizing those responsible, and communicates that success to stakeholders and the community in general.